

EXHIBIT A

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SUPERIOR COURT OF THE STATE OF CALIFORNIA

COUNTY OF SAN DIEGO

LORI MCBRIDE, Derivatively on Behalf of
Leap Wireless International, Inc.,

Plaintiff,

vs.

S. DOUGLAS HUTCHESON, MARK H.
RACHESKY, JAMES D. DONDERO,
JOHN D. HARKEY, JR., ROBERT V.
LaPENTA, and MICHAEL B. TARGOFF,

Defendants,

- and -

LEAP WIRELESS INTERNATIONAL,
INC., a California corporation,

Nominal Defendant.

Civil Action: 37-2007-00081584-CU-MC-CTL
(Derivative Action)

STIPULATION REGARDING STAY OF
THIS STATE DERIVATIVE ACTION
PENDING RESOLUTION OF THE
FEDERAL DERIVATIVE ACTION AND
[PROPOSED] ORDER

JUDGE: Hon. John S. Meyer

Complaint filed: November 13, 2007

1 The above-captioned action is a shareholder derivative suit filed on behalf of Nominal
2 Defendant Leap Wireless International, Inc. ("Leap") ("State Derivative Action");

3 On February 7, 2008, a substantially similar shareholder derivative action was filed on
4 behalf of Leap in the U.S. District Court, Southern District of California entitled *Graham v.*
5 *Hutcheson, et al*, No. 08-CV-0246 (BTM) (the "Federal Derivative Action");

6 On June 19, 2008, Leap and the Individual Defendants each filed demurrers in this State
7 Derivative Action, which are set for hearing on October 3, 2008;

8 On July 1, 2008, Leap, joined by the Individual Defendants, filed a Motion to Stay this
9 State Derivative Action pending resolution of the parallel Federal Derivative Action, which is set
10 for hearing on September 19, 2008;

11 Leap and the Individual Defendants in the Federal Derivative Action previously filed
12 motions to dismiss that action which are set for hearing on September 4, 2008;

13 All parties to the State and Federal Derivative Actions wish to avoid unnecessary,
14 duplicative and potentially conflicting proceedings in multiple forums;

15 The parties in the Federal Derivative Action are filing a Joint Motion in the federal court
16 to allow counsel for the plaintiff in this State Derivative Action, Milberg LLP, to coordinate
17 litigation efforts and proceed jointly as Co-Lead counsel in the Federal Derivative Action, and to
18 file an amended complaint in the Federal Derivative Action (copy of Joint Motion attached as
19 Exhibit A);

20 The Joint Motion advises the federal court of this Stipulation to Stay this State Derivative
21 Action pending resolution of the Federal Derivative Action or further order of this Court;

22 A stay of this State Derivative Action will promote judicial economy and avoid the risk
23 of inconsistent rulings in the State and Federal Derivative Actions;

24 THE PARTIES, BY AND THROUGH THEIR RESPECTIVE COUNSEL OF
25 RECORD, HEREBY STIPULATE, AGREE, AND JOINTLY REQUEST AS FOLLOWS:

26 The entry of an order: (a) staying this case in its entirety pending resolution of the parallel
27 derivative action in the U.S. District Court, Southern District of California, *Graham v.*

28 STIPULATION RE: STAY OF STATE DERIV ACTION PENDING RESOLUTION OF THE FED DERIV ACTION & [PROP] ORDER	1	CASE NO.: 37-2007-00081584-CU-MC-CTL
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Hutcheson, et al, No. 08-CV-0246-BTM or further order of this Court and (b) vacating all hearing dates, including the September 19, 2008 hearing on Leap's Motion to Stay State Derivative Action Pending Resolution of Parallel Federal Derivative Action, and the October 3, 2008 hearing on the demurrers filed by Leap and the Individual Defendants.

IT IS SO STIPULATED.

DATED: August 13, 2008

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STIPULATION RE: STAY OF STATE DERIV
ACTION PENDING RESOLUTION OF THE FED
DERIV ACTION & [PROP] ORDER

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1 DATED: August 13, 2008

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23 DATED: August 13, 2008

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DERIV ACTION & [PROP] ORDER

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* * *

ORDER

Having considered the parties' Stipulation To Stay This State Derivative Action Pending Resolution of Federal Derivative Action, and for good cause shown, the Court hereby orders a stay of this case pending resolution of the parallel derivative action in the U.S. District Court, Southern District of California, *Graham v. Hutcheson, et al*, No. 08-CV-0246-BTM-NLS or further order of this Court.

In light of this stay order, all hearing dates shall be vacated, including but not limited to: (a) the September 19, 2008 hearing on Leap's Motion to Stay State Derivative Action Pending Resolution of Parallel Federal Derivative Action; and (b) the October 3, 2008 hearing on the demurrers filed by Leap and the Individual Defendants.

IT IS SO ORDERED.

Dated: _____, 2008

HONORABLE JOHN S. MEYER
JUDGE OF THE SUPERIOR COURT

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DERIV ACTION & [PROP] ORDER

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